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SECURITIES AND EXCHANGE COMMISSION  
Proposed Collection; Comment Request

Upon Written Request,  
Copies Available From:

Securities and Exchange Commission  
Office of Investor Education and Advocacy  
Washington, DC 20549

Extension:

Rule 17Ac2-2 and Form TA-2      SEC File No. 270-298      OMB Control No. 3235-0337

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 17Ac2-2(17 CFR 240.17Ac2-2) and Form TA-2 under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) (“Exchange Act”). Rule 17Ac2-2 and Form TA-2 require transfer agents to file an annual report of their business activities with the Commission.

These reporting requirements are designed to ensure that all registered transfer agents are providing the Commission with sufficient information on an annual basis about the transfer agent community and for the Commission to effectively monitor business activities of transfer agents.

The amount of time needed to comply with the requirements of amended Rule 17Ac2-2 and Form TA-2 varies. From the total 473 registered transfer agents, approximately 30 registrants would be required to complete only Questions 1 through 4 and the signature section of amended Form TA-2, which the Commission estimates would take each registrant about 30 minutes, for a total burden of 15 hours (30 x .5 hours). Approximately 111 registrants would be required to answer Questions 1 through 5, 10, and 11 and the signature section, which the Commission estimates would take about 1 hour and 30 minutes, for a total of 166.5 hours (111 x

1.5 hours). The remaining registrants, approximately 332, would be required to complete the entire Form TA-2, which the Commission estimates would take about 6 hours, for a total of 1,992 hours (332 x 6 hours). The aggregate annual burden on all 473 transfer agents registered with the Commission as of January 1, 2012, is thus approximately 2,174 hours (15 hours + 166.5 hours + 1,992 hours).

We estimate that the total cost of reviewing and entering the information reported on the Forms TA-2 for respondents is \$41.50 per hour. The Commission estimates that the total internal labor cost of complying with the rule and form requirements would be \$90,221 annually (\$41.50 x 2,174). This, however, is solely a monetization of the hour burden and is not a separate cost burden.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information on respondents; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

The Commission may not conduct or sponsor a collection of information unless it displays a currently valid Office of Management and Budget ("OMB") control number. No

person shall be subject to any penalty for failing to comply with a collection of information subject to the PRA that does not display a valid OMB control number.

Please direct your written comments to: Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 6432 General Green Way, Alexandria, Virginia 22312 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Kevin M. O'Neill  
Deputy Secretary

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